

HERRICK, FEINSTEIN, LLP  
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New York, New York 10016  
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Sean E. O'Donnell  
Stephen B. Selbst  
Steven B. Smith  
Christopher Carty

*Special Conflicts Counsel to the Official Committee of  
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
In re: : Chapter 11  
: :  
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)  
: :  
Debtors<sup>1</sup> : (Jointly Administered)  
: :  
: :  
----- X

**TWENTIETH MONTHLY FEE STATEMENT OF HERRICK, FEINSTEIN  
LLP FOR PROFESSIONAL SERVICES RENDERED AND DISBURSEMENTS  
INCURRED AS SPECIAL CONFLICTS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD OF  
JULY 1, 2021 THROUGH JULY 31, 2021**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

Name of Applicant:	Herrick, Feinstein LLP
Authorized to Provide Professional Services To:	Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	March 22, 2019 <i>nunc pro tunc</i> to January 2, 2019
Period for Which Compensation and Reimbursement Is Sought:	July 1, 2021 through July 31, 2021
Monthly Fees Incurred:	\$31,094.50
20% Holdback:	\$6,218.90
Total Compensation Less 20% Holdback:	\$24,875.60
Monthly Expenses Incurred:	\$30,040.66
Total Fees and Expenses Requested:	\$54,916.26

This is a   x   monthly        interim        final application

Herrick Feinstein LLP (“Herrick Feinstein”), special conflicts counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holding Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby respectfully submits this statement of fees and disbursements (the “Twentieth Combined Monthly Fee Statement”) covering the period from July 1, 2021 through July 31, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Twentieth Combined Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions, Herrick Feinstein requests (a) interim allowance and payment of compensation in the amount of \$24,875.60 (80% of \$31,094.50) for fees on account of reasonable and necessary professional services rendered to the Creditors’ Committee by Herrick

Feinstein, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$30,040.66 incurred by Herrick Feinstein during the Compensation Period.

**FEES FOR SERVICES RENDERED  
DURING THE COMPENSATION PERIOD**

**Exhibit A** sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Herrick Feinstein professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Herrick Feinstein for services rendered to the Creditors' Committee are the same rates that Herrick Feinstein charges generally for professional services rendered to its non-bankruptcy clients.

**Exhibit B** sets forth a task code summary that includes the aggregate hours per task code spent by Herrick Feinstein professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

**Exhibit C** sets forth a complete itemization of tasks performed by Herrick Feinstein professional and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED  
DURING THE COMPENSATION PERIOD**

**Exhibit D** sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

**Exhibit E** sets forth a complete itemization of disbursements incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

### **NOTICE AND OBJECTION PROCEDURES**

Notice of this Twentieth Combined Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji ([email: mmeghji@miiipartners.com](mailto:mmeghji@miiipartners.com)); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Eighth Avenue, New York, NY 10153, Attention: Ray C. Schrock ([email: ray.schrock@weil.com](mailto:ray.schrock@weil.com)), Jacqueline Marcus ([email: jacqueline.marcus@weil.com](mailto:jacqueline.marcus@weil.com)), Garrett A. Fail ([email: garrettlail@weil.com](mailto:garrettlail@weil.com)), and Sunny Singh ([email: sunny.singh@weil.com](mailto:sunny.singh@weil.com)); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg ([e-mail: paul.schwartzberg@usdoj.gov](mailto:paul.schwartzberg@usdoj.gov)) and Richard Morrissey ([e-mail: richard.morrissey@usdoj.gov](mailto:richard.morrissey@usdoj.gov)); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake ([email: paul.leake@skadden.com](mailto:paul.leake@skadden.com)), Shana A. Elberg ([email: shana.elberg@skadden.com](mailto:shana.elberg@skadden.com)) and George R. Howard ([email: george.howard@skadden.com](mailto:george.howard@skadden.com)); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 ([e-mail: harnerp@ballardspahr.com](mailto:harnerp@ballardspahr.com)); (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott ([e-mail: marriott@ballardspahr.com](mailto:marriott@ballardspahr.com)) and Tobey M. Daluz ([e-mail: dalurt@ballardspahr.com](mailto:dalurt@ballardspahr.com)); and (vi) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Philip C. Dublin ([email: pdublin@akingump.com](mailto:pdublin@akingump.com)), Ira S. Dizengoff ([email: idizengoff@akingump.com](mailto:idizengoff@akingump.com)) and Sara Lynne Brauner ([email: sbrauner@akingump.com](mailto:sbrauner@akingump.com)), (collectively, the “Notice Parties”).

Objections to this Twentieth Combined Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **September 16,**

**2021** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Twentieth Combined Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Twentieth Combined Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Twentieth Combined Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

*[Remainder of page left blank intentionally]*

Dated: New York, New York  
September 1, 2021

HERRICK FEINSTEIN LLP

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Stephen B. Selbst  
Steven B. Smith  
Christopher Carty  
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*Special Conflicts Counsel to the Official  
Committee of Unsecured Creditors of Sears  
Holdings Corporation, et al.*

**Exhibit A**

**Timekeeper Summary**

<b>PARTNERS</b>	<b>DEPARTMENT</b>	<b>YEAR OF BAR ADMISSION</b>	<b>RATE</b>	<b>HOURS</b>	<b>AMOUNT</b>
Christopher W. Carty	Restructuring & Finance Litigation	2010	\$850.00	6.6	\$5,610.00
Sean O'Donnell	Restructuring & Finance Litigation	1998	\$1075.00	4.5	\$4,837.50
<b>Total Partners</b>				<b>11.1</b>	<b>\$10,447.50</b>
<b>COUNSEL</b>	<b>DEPARTMENT</b>	<b>YEAR OF BAR ADMISSION</b>	<b>RATE</b>	<b>HOURS</b>	<b>AMOUNT</b>
Kyle J. Kolb	Restructuring & Finance Litigation	2012	\$690.00	26.3	\$18,147.00
<b>Total Counsel</b>				<b>26.3</b>	<b>\$18,147.00</b>

<b>PARALEGALS/ NON- LEGAL STAFF</b>	<b>DEPARTMENT</b>	<b>RATE</b>	<b>HOURS</b>	<b>AMOUNT</b>
Linda Schepp	Restructuring & Finance Litigation	\$350.00	6.8	\$2,380.00
<b>Total Paralegals/ Non- Legal Staff</b>			<b>6.8</b>	<b>\$2,380.00</b>

E-Discovery and Litigation Support Services				<b>\$120.00</b>
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**EXHIBIT B**

**Task Code Summary**

<b>Task Code</b>	<b>HOURS</b>	<b>AMOUNT (\$)</b>
Fee/Employment Applications – B160	.5	\$537.50
Other Contested Matters – B190	43.20	\$29,899.50
Case Administration – B110	.8	\$657.50
<b>Total</b>	<b>44.50</b>	<b>\$31,094.50</b>

**Exhibit C**

**Itemized Fees**



Official Committee of Unsecured Creditors of Sears Holdings  
Attn: Ron Tucker  
225 W. Washington Street  
Indianapolis, IN 46204

August 23, 2021  
Invoice Number: 550688  
Matter Number: 19609.0001  
Tax ID: 1662

Re: **Sears Bankruptcy**

Fees for legal services rendered through July 31, 2021	\$31,094.50
Expenses posted through July 31, 2021	30,040.66
<b>TOTAL</b>	<b><u>\$61,135.16</u></b>
Unpaid balance from previous invoice(s)	\$15,969.40
Total Due Now	\$77,104.56

**INVOICE PAYMENT IS DUE UPON RECEIPT. THANK YOU.**

Kindly return this page with your  
**check payment to:**  
Herrick, Feinstein LLP  
2 Park Avenue  
New York, NY 10016

Send **wire or ACH payments to:**  
Citibank, N.A.  
ABA Number: 0089  
Account Number: 6165  
SWIFT #:

**Credit card payments:**  
[www.herrickpay.com](http://www.herrickpay.com)  
*URL/link redirects to our  
processor SlimCD*



**HERRICK**

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**LEGAL SERVICES RENDERED:**

<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
07/01/21	C. Carty	B190	Revise draft memo to UCC regarding MTN investigation (1.2); review and analyze draft affidavits (0.9).	2.10
07/01/21	S. O'Donnell	B190	Review/comment on updated memo; confer w/ team re same; confer w/ Akin re same.	1.00
07/01/21	K. Kolb	B190	Further drafting of affidavit.	1.40
07/01/21	K. Kolb	B190	Revise and finalize memo to committee.	0.60
07/07/21	K. Kolb	B190	Analyze commentary on memo update to UCC.	0.10
07/08/21	C. Carty	B190	Revise cover email to UCC regarding memorandum and recommendations in MTN investigation.	0.80
07/08/21	S. O'Donnell	B110	Revise Committee memo.	0.50
07/08/21	K. Kolb	B190	Finalize memo to UCC regarding investigation.	0.90
07/08/21	L. Schepp	B190	Finalize documents cited in UCC Memo in preparation for attorney review.	0.80
07/13/21	C. Carty	B190	Prepare for UCC call re MTN investigation; review and revise draft outline for call.	2.30
07/13/21	K. Kolb	B190	Draft bullets on investigation status and claims based on review of memo and case law.	5.00
07/14/21	C. Carty	B190	Prepare for presentation to UCC regarding MTN investigation and participate in pre-call with Herrick and CMRA teams (0.7); participate in presentation to UCC regarding MTN investigation and prepare for same (0.7).	1.40
07/14/21	S. O'Donnell	B190	Pre-call w/ team and experts; prep for committee presentation; conduct same.	2.50
07/14/21	K. Kolb	B190	Prepare for presentation to UCC regarding investigation.	1.30
07/14/21	K. Kolb	B190	Attend prep call with experts regarding damages.	0.60
07/14/21	K. Kolb	B190	Revise committee bullets based on pre-call.	1.20
07/14/21	K. Kolb	B190	Attend call with UCC regarding investigation update.	0.70
07/14/21	K. Kolb	B190	Revise participant affidavits and circulate to CMRA for input.	0.90
07/16/21	K. Kolb	B190	Revise memo comparing allegations to other bankruptcy case.	0.90
07/19/21	S. O'Donnell	B160	Coordinate complaint drafting.	0.50
07/19/21	K. Kolb	B190	Revise affidavits and agreement and draft complaint.	4.90
07/19/21	L. Schepp	B190	Update ISDA documents collected for attorney review.	0.80
07/20/21	K. Kolb	B190	Revise affidavits and complaint and analyze auction rules and results.	2.40



**HERRICK**

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Matter Number: 19609.0001  
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<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
07/20/21	K. Kolb	B190	Revise affidavit to incorporate expert feedback.	0.50
07/20/21	L. Schepp	B190	Create searches for documents relating to Jefferies in preparation for attorney review.	2.90
07/21/21	K. Kolb	B190	Revise further to incorporate additional feedback.	1.30
07/21/21	K. Kolb	B190	Call with expert regarding damages theories.	0.40
07/21/21	L. Schepp	B190	Compile various proffers into a chronology in preparation for attorney review.	2.30
07/23/21	K. Kolb	B190	Further analysis of proposed edits to declaration.	0.20
07/23/21	K. Kolb	B190	Analyze proposed edits to declaration.	0.30
07/24/21	K. Kolb	B190	Incorporate feedback into draft declaration.	1.00
07/26/21	K. Kolb	B190	Revise declarations in connection with investigation.	1.40
07/26/21	K. Kolb	B190	Draft proposed stipulation regarding claims.	0.30
<b>TOTAL</b>				<b>\$30,974.50</b>

**LEGAL SERVICES SUMMARY**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Carty	6.60	850.00	5,610.00
K. Kolb	26.30	690.00	18,147.00
S. O'Donnell	4.50	1,075.00	4,837.50
L. Schepp	6.80	350.00	2,380.00
<b>TOTAL</b>	<b>44.20</b>		<b>\$30,974.50</b>

**E-DISCOVERY & LITIGATION SUPPORT SERVICES**

Data processing	120.00
<b>TOTAL</b>	<b>\$120.00</b>

**TOTAL LEGAL SERVICES \$31,094.50**

**DISBURSEMENTS:**

	<u>AMOUNT</u>
Duplication	222.40
E-Discovery Data Hosting	100.00
Expert Witness Fees	29,605.00



**HERRICK**

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	<u>AMOUNT</u>
Online Research	35.74
Pacer Charges	13.80
Postage & Shipping	63.72
<b>TOTAL:</b>	<b><u>\$30,040.66</u></b>

**TASK SUMMARY**

<u>Task Code</u>	<u>Task Description</u>	<u>Hours</u>	<u>Amount</u>
B110	Case Administration	0.80	657.50
B160	Fee/Employment Applications	0.50	537.50
B190	Other Contested Matters	43.20	29,899.50
<b>TOTALS</b>		<b>44.50</b>	<b>\$31,094.50</b>

**PREVIOUS BILLS OUTSTANDING**

<u>Invoice #</u>	<u>Invoice Date</u>	<u>Original Amount</u>	<u>Less Credits Applied</u>	<u>Balance</u>
356647	07/16/20	62,817.18	60,748.68	2,068.50
544217	03/25/21	4,063.00	4,062.80	0.20
545915	04/30/21	9,632.00	7,725.60	1,906.40
546768	05/25/21	19,600.60	15,701.90	3,898.70
547628	06/16/21	16,306.66	13,058.76	3,247.90
549157	07/19/21	24,438.50	19,590.80	4,847.70
<b>Total Outstanding</b>				<b>\$15,969.40</b>

**Exhibit D**

**Disbursement Summary**

E-Discovery Data Hosting	\$100.00
Duplication	\$222.40
Expert Witness Fees	\$29,605.00
Online Research	\$35.74
Pacer Charges	\$13.80
Postage & Shipping	\$63.72
<b>Total</b>	<b>\$30,040.66</b>

**Exhibit E**

**Itemized Disbursement**



Disbursement Detail

Applied filterssss: Matter: Official Committee of Unsecured Creditor (19609) Sears Bankruptcy (0001), Transaction Date: From 2021-07-01 To 2021-08-01

Disbursement ID	Client/Matter	Transaction Date	Disb Code	Quantity	To Bill Amount \$30,040.66	Phase/Task	Narrative	Bill Number	Base Quantity	Billed Quantity	Base Amount	Billed Amount \$30,040.66	Posted Period	Billed Period	Bill Date
9263072	Official Committee of Unsecured Creditors Sears Bankruptcy (0001)	7/8/2021	Duplicating Supplies (020)	164	\$19.68	Expenses Only (EXP.EXP) Expenses Only		550688	164	164	\$19.68	\$19.68	202107	202108	8/23/2021
9263079	Official Committee of Unsecured Creditors Sears Bankruptcy (0001)	7/8/2021	Color Duplicating (036)	64	\$14.08	Expenses Only (EXP.EXP) Expenses Only		550688	64	64	\$14.08	\$14.08	202107	202108	8/23/2021
9263192	Official Committee of Unsecured Creditors Sears Bankruptcy (0001)	7/8/2021	Printing - blowback (089)	1,048	\$188.64	Expenses Only (EXP.EXP) Expenses Only		550688	1,048	1,048	\$188.64	\$188.64	202107	202108	8/23/2021
9264413	Official Committee of Unsecured Creditors Sears Bankruptcy (0001)	7/1/2021	Online research - West (075)	1	\$35.74	Expenses Only (EXP.EXP) Expenses Only	Vendor: West Group - GSI Pa	550688	1	1	\$35.74	\$35.74	202107	202108	8/23/2021
9268171	Official Committee of Unsecured Creditors Sears Bankruptcy (0001)	7/19/2021	Shipping (013)	0	\$21.24	Expenses Only (EXP.EXP) Expenses Only	Vendor: Federal Express; Inv	550688	0	0	\$21.24	\$21.24	202107	202108	8/23/2021
9268172	Official Committee of Unsecured Creditors Sears Bankruptcy (0001)	7/19/2021	Shipping (013)	0	\$21.24	Expenses Only (EXP.EXP) Expenses Only	Vendor: Federal Express; Inv	550688	0	0	\$21.24	\$21.24	202107	202108	8/23/2021
9268173	Official Committee of Unsecured Creditors Sears Bankruptcy (0001)	7/19/2021	Shipping (013)	0	\$21.24	Expenses Only (EXP.EXP) Expenses Only	Vendor: Federal Express; Inv	550688	0	0	\$21.24	\$21.24	202107	202108	8/23/2021
9268846	Official Committee of Unsecured Creditors Sears Bankruptcy (0001)	7/31/2021	E-Discovery Data Hosting Mi	1	\$100.00	Expenses Only (EXP.EXP) Expenses Only	Sears Bankruptcy UCC - Rule	550688	1	1	\$100.00	\$100.00	202107	202108	8/23/2021
9269226	Official Committee of Unsecured Creditors Sears Bankruptcy (0001)	7/8/2021	Pacer charges (074)	1	\$13.80	Expenses Only (EXP.EXP) Expenses Only	Vendor: Pacer Service Center	550688	1	1	\$13.80	\$13.80	202108	202108	8/23/2021
9270793	Official Committee of Unsecured Creditors Sears Bankruptcy (0001)	8/1/2021	Expert Witness Fees (026)	0	\$29,605.00	Expenses Only (EXP.EXP) Expenses Only	Vendor: Capital Market Risk /	550688	0	0	\$29,605.00	\$29,605.00	202108	202108	8/23/2021



Invoice ID: 2021-00307  
Account number: 26  
Project Id: 26  
Invoice date: August 1, 2021

Capital Market Risk Advisors  
4851 Tamiami Trail North  
Suite 243  
Naples, FL 34103  
Attn: Accounting

Kyle Kolb

Herrick Feinstein LLP  
2 Park Avenue  
New York, NY 10016

Invoice Total			\$29,605.00
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**See attached spreadsheet for invoice specification.**

NAME	AVERAGE RATE	TOTAL HOURS	TOTAL AMOUNT
Niculescu	1,250.00	16.6	20,750.00
Iacono	1,150.00	7.7	8,855.00
<b>Grand Total</b>		<b>24.3</b>	<b>\$29,605.00</b>

Please remit payment with the statement number to Capital Market Risk Advisors at the address listed above or via wire. Contact [QBTeam@advancedprofessional.net](mailto:QBTeam@advancedprofessional.net) for wire instructions.